

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 JKF

Jointly Administered

**STIPULATION AND CONSENT ORDER MODIFYING THE STIPULATION AND
CONSENT ORDER RESOLVING MOTIONS OF THE DEBTORS AND HONEYWELL
INTERNATIONAL, INC. FOR RELIEF FROM THE AUTOMATIC STAY ENTERED
ON NOVEMBER 5, 2001**

WHEREAS, the Court previously entered a Stipulation and Consent Order Resolving Motions of the Debtors and Honeywell International, Inc. ("Honeywell") for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) on November 5, 2001 (the "Order"), a copy of which is annexed hereto as Exhibit A; and

¹ The Debtors are the following entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), ECARG, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc. E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

WHEREAS, the Debtors and Honeywell have agreed to modify the Order to more accurately reflect the extent and current status of the underlying litigation pending the United States District Court for the District of New Jersey for which the Order granted stay relief.

IT IS HEREBY AGREED AND ADJUDGED AS FOLLOWS:

1. The Order shall remain in full force and effect except as expressly modified by this Stipulation and Consent Order. All defined terms in this Stipulation and Consent Order shall have the same meaning ascribed to them in the Order.

2. The ninth recital of the Order is deleted and the following recital paragraph is substituted:

“WHEREAS, Debtors’ Counsel has been provided with a copy of the Second Amended Complaint filed in the Riverkeeper Action; and”

3. Paragraphs 2 and 3 of the Order are deleted and the following language is substituted: “All parties to the Riverkeeper Action currently pending in the New Jersey Court be, and hereby are, granted relief from the automatic stay pursuant to 11 U.S.C. § 362(d), retroactive to the Petition Date, so that the Riverkeeper Action may proceed in its entirety. However, the lifting of the automatic stay is conditional upon the claims in the Riverkeeper Action as asserted against the Debtors being limited to (A) those set forth in the (i) Plaintiffs’ Second Amended Complaint; (ii) Honeywell’s Cross-Claims filed in the Riverkeeper Action on or about June 15, 2001; or (B) claims identical to those asserted against the Debtors in the ICO Action.”

4. This Stipulation and Consent Order can be executed in counterparts.

We hereby consent to the form,
substance and entry of the foregoing
Stipulation and Consent Order:

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-and-

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Attorneys for Debtors and Debtors in Possession

SO ORDERED, on this _____ day of _____, 2002

Honorable Judith K. Fitzgerald
United States Bankruptcy Court Judge